

07-14-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

OPR/FINANCE RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year _____
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name National City Bancshares, Inc.

Execution Date
Month Day Year
05 17 2000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Indiana

Receiving Party

Mark if additional names of receiving parties attached

Name Integra Bank Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) P.O. Box 868

Address (line 2) _____

Address (line 3) Evansville

City

IN

USA

State/Country

47705-0868

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Indiana

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

07/13/2000 ASCOTT 00000224 75880697

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
75.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002107 FRAME: 0958

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (317) 634-3456

Name

John V. Moriarty

Address (line 1)

WOODARD EMHARDT NAUGHTON MORIARTY & MCNETT

Address (line 2)

111 Monument Circle, Suite 3700

Address (line 3)

Address (line 4)

Indianapolis, Indiana 46204-5137

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

6

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/880,697

1,622,836

1,912,738

1,914,266

Number of Properties

Enter the total number of properties involved.

#

4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

115.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

23-3030

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

John V. Moriarty

Name of Person Signing

John V. Moriarty

Signature

June 15, 2000

Date Signed

COPY

WPU198410-600

**ARTICLES OF AMENDMENT
OF THE
RESTATED ARTICLES OF INCORPORATION
OF
NATIONAL CITY BANCSHARES, INC.**

In compliance with the requirements of the Indiana Business Corporation Law, as amended (the "IBCL"), National City Bancshares, Inc., an Indiana corporation (the "Corporation"), desiring to amend its Restated Articles of Incorporation, hereby certifies as follows:

**Article I
Amendment to the
Restated Articles of Incorporation**

Section 1. The name of the Corporation prior to the amendment effected hereby is National City Bancshares, Inc.

Section 2. Article I of the Restated Articles of Incorporation of the Corporation is hereby amended so that, as amended, such Article I shall read in its entirety as follows:

"ARTICLE I Name The name of the Corporation is Integra Bank Corporation."

Section 3. The effective date of the amendment hereby effected shall be the date of filing of these Articles of Amendment with the office of the Secretary of State of the State of Indiana.

**Article II
Manner of Adoption and Vote**

Section 1. The amendment was approved by the Board of Directors of the Corporation on December 15, 1999, by resolution duly adopted. The Common Stock of the Corporation is the only class of capital stock outstanding and entitled to vote on the amendment. At the annual meeting of shareholders of the Corporation held on May 17, 2000, there were 17,454,498 shares of Common Stock outstanding and entitled to vote and 12,387,160 shares were represented at the meeting. Accordingly, a quorum was present. Of the shares of Common Stock represented at the meeting, 11,499,203 shares were voted for the amendment, which vote was sufficient for approval of the amendment.

Section 2. The manner of the adoption of the foregoing amendment constitutes full legal compliance with the provisions of the IBCL and the Corporation's Restated Articles of Incorporation and By-Laws.

198410-600

IN WITNESS WHEREOF, the Corporation has caused these Articles of
Amendment to be signed on its behalf by the undersigned duly authorized officer on May 17,
2000.

NATIONAL CITY BANCSHARES, INC.

By 

Name: James E. Adams

Title: Executive Vice President,
Chief Financial Officer
and Secretary

**State of Indiana
Office of the Secretary of State**

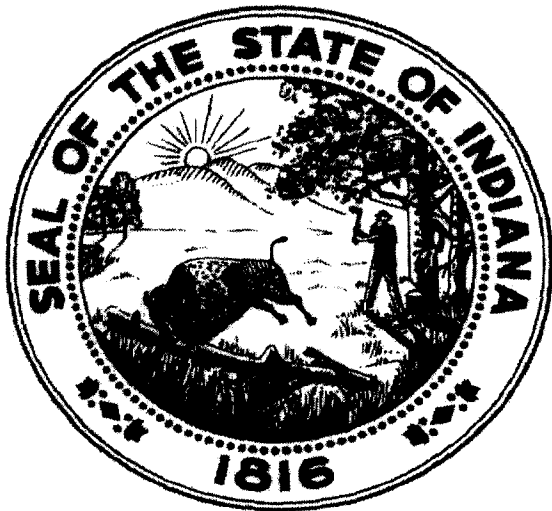
**AMENDED AND RESTATED ARTICLES
of
NATIONAL CITY BANCSHARES INC**

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Amended and Restated Articles of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

INTEGRA BANK CORPORATION

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, May 18, 2000.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 18, 2000.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

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